



STEMCELL UNITED LIMITED

ACN 009 104 330

25 July 2022

Placement and Non-Renounceable Entitlement Offer

Stemcell United Limited (ASX: SCU) ("**SCU**" or the "**Company**") is pleased to announce a proposed capital raising of up to \$2,952,518.20 before costs ("**Capital Raising**") consisting of:

- a Placement, with commitments received totalling \$1,062,907 (before costs) from sophisticated and professional investors (**Placement**); and
- a Non-Renounceable Entitlement Offer of one (1) new SCU share (**New Share**) for every five (5) existing SCU shares held by eligible shareholders on the Record Date, at an issue price of A\$0.009 (0.9 cents) per New Share (**Offer Price**), together with one (1) free attaching new SCU option (**New Option**) for every three (3) New Shares issued, to raise up to approximately \$1,889,611.20 (before costs) (**Entitlement Offer**).

Funds raised under the Capital Raising will be used in part for the continued development of the Company's seaweed business activities in Singapore and Australia, its hemp activities in China and general working capital.

Placement

As announced by the Company on 21 July 2022, the Placement will comprise the issue of up to 118,100,739 new fully paid ordinary shares (**Placement Shares**) in SCU at an issue price of \$0.009 (0.9 cents) per share, together with 39,366,913 free attaching new SCU options (**Placement Options**) raising up to \$1,062,907 (before costs).

The Placement Options will be exercisable at \$0.018 per share with an expiry date of 1 September 2025.

The Company notes that commitments received from investors under the Placement amounting to approximately \$315,906 remain subject to and conditional upon the Company's securities being reinstated to Official Quotation on ASX within 90 days of the date funds from the Placement are received by the Lead Manager engaged by the Company to manage the Placement, being Spark Plus (Australia) Pty Ltd (CAR:001292554). The balance of funds to be received under the Placement shall not be subject to this condition and the closing of the issuance and allotment of securities to such Placement investors is anticipated to occur on or around 1 August 2022.

The Placement is not subject to shareholder approval and will fall within the Company's placement capacity under ASX Listing Rule 7.1. The Placement issue price of A\$0.009 per share, represents a discount of approximately 34.8% to the 15-day VWAP of A\$0.0138 per share (up to and including 24 September 2021).

Entitlement Offer

The Entitlement Offer will allow eligible shareholders to receive one (1) New Share for every five (5) existing SCU shares held by eligible shareholders on the Record Date, at an issue price of A\$0.009 (0.9 cents) per New Share, being the same issue price of the Placement Shares. The free attaching New Options under the Entitlement Offer will be exercisable at \$0.018 with an expiry date of 1 September 2025.

The Entitlement Offer will not be underwritten.

The Entitlement Offer will be open from Monday, 1 August 2022 until 5.00pm (Sydney time) Thursday, 25 August 2022 to eligible shareholders on the record date, being Friday, 29 July 2022 at 7.00pm (Sydney time) (**Record Date**).

Participation in the Entitlement Offer will be open to SCU shareholders who are registered holders of SCU Shares on the Record Date and who have a registered address in Australia, New Zealand, Singapore, China and Hong Kong (**Eligible Shareholders**).

Any New Shares not applied for under the Entitlement Offer as well as any entitlements that would have been offered to Ineligible Shareholders if they had been entitled to participate in the Offer, will form part of the shortfall from the Entitlement Offer. Eligible Shareholders who take up their full entitlement under the Entitlement Offer will have the opportunity to apply for additional New Shares in excess of their entitlement through a shortfall facility (**Shortfall Facility**), subject to *the Corporations Act 2001 (Cth)* (**Corporations Act**) and ASX Listing Rules.

The Entitlement Offer and the Shortfall Facility are being lead managed by Sanlam Private Wealth Pty Ltd.

There is no guarantee that applicants under this Shortfall Facility will receive all or any of the additional New Shares that they apply for under the Shortfall Facility.

Any Entitlements not taken up pursuant to the Entitlement Offer, and not otherwise allocated to an Eligible Shareholders under the Shortfall Facility may be placed by the Company at its discretion up to three months after the closing date of the Entitlement Offer subject to the Corporations Act and ASX Listing Rules.

The Entitlement Offer is non-renounceable and entitlements will not be tradeable on ASX or otherwise transferable. Eligible Shareholders who do not take up their entitlements will not receive any value for those entitlements that they do not take up.

Further information in relation to the Entitlement Offer will be sent to Eligible Shareholders in the Prospectus and accompanying personalised entitlement and acceptance form, which are expected to be dispatched on Monday, 1 August 2022.

Indicative timetable*

Event	Date
Announcement of the Placement and Offers	Monday, 25 July 2022
Lodgement of Prospectus with ASIC	Monday, 25 July 2022
Lodgement of Prospectus and Appendix 3B with ASX	Monday, 25 July 2022
Ex Date	Thursday, 28 July 2022
Record Date for determining Entitlements	7.00pm (AEST) Friday, 29 July 2022
Prospectus despatched to Eligible Shareholders and Company announcement of despatch	Monday, 1 August 2022

Opening date of the Offers	Monday, 1 August 2022
Placement settlement date	Monday, 1 August 2022
Last day Company can extend the Closing Date	Monday, 22 August 2022
Closing Date of the Entitlement Offer	5.00pm (AEST) Thursday, 25 August 2022
New Shares to be issued under the Entitlement Offer quoted on a deferred settlement basis	Friday, 26 August 2022
Announcement of results of the Entitlement Offer and Shortfall Offer closes	Friday, 26 August 2022
Issue date of New Shares and New Options and lodgement of Appendix 2A with ASX applying for quotation of the New Shares and New Options	Monday, 29 August 2022

*All dates are indicative only and subject to change. SCU reserves the right to withdraw the Entitlement Offer or vary the above timetable without notice.

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Authorised for lodgement by the Board of the Company

For further information, please visit the SCU website at www.scu.com.sg or contact:

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Chief Executive Officer
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About Stemcell United Limited

Stemcell United Limited (ASX: SCU) is an Asia-Pacific plant-based biotechnology company that is building a food, nutrition, healthcare, cosmetics and personal care business based on plants found in the region, using its proprietary plant genetics and stem cell technology to refine the propagation and cultivation process. SCU's lead programs involve hemp (which has been cultivated in Asia for millennia), tapping into the medicinal attributes of its cannabidiol (CBD) constituent; and sea grapes (or "green caviar"), a tropical aquatic vegetable native to many parts of the Indo-Pacific coast and a staple delicacy in Japan and regions of south-east Asia; and the processing of these crops to make a wide range of products and additives for the global nutrition, healthcare, cosmetics, beauty, personal care and veterinary markets.

Stemcell United is the first foreign company allowed access to the huge China hemp market, while in sea grapes and seaweed, SCU is building a mass-cultivation aquaculture capability in Singapore, with an integrated manufacturing capacity for high-value products. SCU is also leveraging its environmentally friendly technology to develop medicinal, health, beauty and anti-ageing applications of several other plants that are familiar components of traditional Chinese medicine (TCM). Also, SCU has successfully commercialised the processing and production of pharmaceutical grade Resina Draconis product for Asia.